

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai-400001

Dear Sirs,

Sub: Certificate from Practicing Company Secretary

Ref: Application for "In-principle approval" in relation to issue and allotment of upto 76,00,000 (Seventy Six Lacs) Convertible Warrants ("Warrants") on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015 by Apex Capital and Finance Limited ("Company").

We, M/s S. Behera & Co., Company Secretaries, have verified the relevant records and documents of Company with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- Except Mr. Krishan Kumar Sangwan & Mrs. Sukhwanti Sangwan, all the allottees hold Equity Shares of the issuer, for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from relevant date till date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID	Qty	Lock-in details	
			From	To
M/s Hillgrow Infoservices Pvt. Ltd.	1208770000010551	8,15,520	02/08/2024	31/12/2024
M/s Palmtree Infracon Pvt. Ltd.	1208770000010754	6,05,520	02/08/2024	31/12/2024
M/s Veteran Infradevelopers Pvt. Ltd.	1208770000010769	6,05,520	02/08/2024	31/12/2024
M/s Inscence Developers Pvt. Ltd.	1208770000010741	2,10,000	02/08/2024	31/12/2024
M/s Foster Infrastructure Pvt. Ltd.	1208770000010657	6,05,520	02/08/2024	31/12/2024
Suchitra	1208770000010623	9,30,588	02/08/2024	31/12/2024
Usha Solanki	1208770000011120	55,710	02/08/2024	31/12/2024
Shamsher Singh (HUF)	IN30094010397095	87,880	03/08/2024	31/12/2024
Parveen Kumar (HUF)	IN30094010397175	1,38,564	03/08/2024	31/12/2024
Pawan Singh (HUF)	IN30094010397183	1,57,610	03/08/2024	31/12/2024
Ankit Sangwan	IN30094010398879	55,921	03/08/2024	31/12/2024



- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the Equity Shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g) The total allotment of 76,00,000 (Seventy Six Lacs) Warrants to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-2025 is more than 5% of the post issue fully diluted share capital of the issuer.s

**For S. Behera & Co.
Company Secretaries**

Shesdev Behera
(Proprietor)

Membership No. F8428
UDIN: F008428F000990079



Date: 16.08.2024
Place: New Delhi